

THE CONSTITUTION

OF THE

WAIKANAE FOOTBALL CLUB INCORPORATED.



2021

(As Agreed at the AGM – 29 October 2021)

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1. INTERPRETATION and CONSTRUCTION

1. In this Constitution unless the context otherwise requires:

Capital Football means Capital Football Incorporated, or any other Regional Football Association which is a member of NZ Football;

Club means the WAIKANAE FOOTBALL CLUB INCORPORATED;

Executive means the Executive Committee of the Club;

Full Member means a member who has fully paid their annual membership fee, and is:

- a. A Playing Member;
- b. An Executive Member;
- c. An Honorary Life Member;
- d. An Associate Member (Parent or Guardian of a fully paid under 16 years old Junior player);

NZ Football means New Zealand Football Incorporated;

Officers means:

- a. President;
- b. VicePresident;
- c. Secretary;
- d. Treasurer;

- e. Junior Convenor;
- f. Senior Convenor;
- g. Women Convenor (when required);

Social Member means a member who has fully paid their annual membership fee; and is:

- a. An Honorary Member;
- b. A Supporter.

- 2. The provisions of this Constitution are called clauses, paragraphs, and sub-paragraphs.
- 3. All words have their ordinary meaning except for those defined in the Interpretation.
- 4. The plural includes the singular and vice versa.
- 5. The Executive's decision on the interpretation of any provision is final; the Executive must, in making its decision, consider the objectives.

2. NAME AND REGISTERED OFFICE

- 6. The Name of the Club is the:

WAIKANAЕ FOOTBALL CLUB INCORPORATED

Known as the

(Waikanae Football Club)

Or

(Waikanae association football Club)

- 7. The registered office of the Club is at 354358 Te Moana Road, Waikanae, or such other place as the Executive may determine.

8. If the Executive determines a change to the registered office, it must notify:
 - a. the Registrar of Incorporated Societies;
 - b. Members present at the next annual general meeting.

3. CLUB COLOURS

9. The Club colours are red and black.
10. The Club colours, where there is a clash of colours, for away games is:
 - a. white shirts;
 - b. red and/or black shorts;
 - c. red and/or black sox/trim.
11. The Executive shall determine the:
 - a. style for all teams; the styles may be different for each team;
 - b. an alternative shirt colour for away games.

4. OBJECTIVES

12. The objectives of the club are:
 - a. promote, advance and safeguard the game of football;
 - b. generally to afford to its members the accommodation, advantages, privileges and conveniences of a Club;
 - c. conduct such social activities as the Executive may from time to time approve;
 - d. develop and train players, officials and other personnel involved in the playing and administration of the Game of Football, including coaches and Referees;
 - e. affiliate with NZ Football and Capital Football.

5. MEMBERSHIP

13. The Membership of the Club consists of:

- a. Full Members;
- b. Social Members.
- c. Associate Members.
- d. Honorary Life Members

A. Full members

14. Full Members enjoy the full privileges and advantages of full membership including:
- a. playing competition and social games;
 - b. hold office;
 - c. voting rights at annual general meetings;
 - d. voting rights at any committee of which they are a member;
 - e. speaking rights at all meetings;
 - f. any other privilege that the Executive may determine;

B. Social Members

15. Social members:
- a. are entitled to participate in social activities of the Club only (including social games of football but not competition or representative games);
 - b. to speak at any meeting of the club but not vote;
 - c. may stand for a position on the Executive Committee at a General Meeting (according to the usual proceedings), after they have been a social member for 12 months or more.

C. Associate Members

16. Associate Members enjoy some privileges and advantages of limited membership including:
- a. speaking rights at all meetings
 - b. voting rights at annual general meetings (but one vote for all family members);

- c. voting rights at any committee of which they are a member;
- d. Honorary Life Members and Executive members are deemed to be full members.

D. Honorary Life Members

17. Honorary Life Members are members who have:
- a. rendered outstanding service to the Club.
 - b. nominated by 2 Full Members;
 - c. recommended by the Committee at an Annual General Meeting;
 - d. approved by resolution passed at a meeting of the Executive Committee;
 - e. accepted by a resolution passed at that Annual General Meeting.

1. Registration

18. Applicants for any class of membership must complete a club registration form and send that to the Secretary.
19. The applicant must agree to be bound by this Constitution, and by the Constitution of Capital Football and NZ Football.
20. Every member shall inform the Secretary of his/her postal or Email address and inform the Secretary of any changes as soon as possible after that change.
21. The membership registration form must include consent (under by the Privacy Act 1993), that as a condition of membership of the Club, the applicant consents to their name and residential address being:
- a. included in a membership list for display in the Club house;
 - b. circulated to other Members;
 - c. provided to Capital Football and NZ Football;

d. used by the Club for any other official purpose.

22. When an applicant is, or has previously been a member of another football club affiliated to NZ Football, the applicant must:
- a. be cleared for transfer by his previous club before being eligible to play for Waikanae Football Club;
 - b. provide a copy of that clearance to the Secretary;
 - c. pay an annual membership fee.

2. Pecuniary gain

23. No member of the club shall derive any pecuniary gain from the property and operation of the Club.
24. Pecuniary gain has the meaning in section 5 of the Incorporated Societies Act 1908 and is in the **Appendix**.

3. Annual Fees

25. All Members must pay an annual membership fee.
26. The annual playing fee, payable by Full Members, must be paid by a date as determined by the executive at an executive meeting.
27. Playing fees are additional to any membership fee and are determined by the Executive at an Executive meeting held:
- a. on or before 28th February each year; or
 - b. as soon as possible after notification by Capital Football of set fees for the forthcoming football season.
28. Playing fees are set, taking into account:
- a. future budgets;
 - b. expected costs constraints for the upcoming 12 months;
 - c. long term future goals, aims and commitments of the club.

29. Members who do not pay their annual membership fee or annual playing fee (if applicable) by the due dates, are non-financial and:
 - a. are unable to play for the Club until they become financial;
 - b. their membership is terminated (unless the Executive decides otherwise);
 - c. their name may be advised to Capital Football.

4. Resignation and Transfers

30. A member may resign membership by giving notice, in writing, to the Secretary.
31. Resignation takes effect after:
 - a. acceptance by the Executive;
 - b. all moneys owing to the Club are paid;
 - c. all property of the Club has been returned;
 - d. the Secretary has given a Clearance Certificate.
32. All outstanding monies due by a resigning member are a debt due to the Club and may be enforced according to the law.
33. If any outstanding monies are due, the Executive may determine that the Secretary may notify Capital Football, or the Club to which a playing Member intends to transfer, or both, that monies are owing and that a Clearance Certificate will be issued when those monies are paid.

5. Expulsion or Suspension

34. All members of the Club are bound by this Constitution and the NZ Football Code of Conduct.
35. If the Executive receives a signed complaint about a member, the Executive may, at its discretion, refer it to the Disciplinary Committee. Referrals must relate to:
 - a. objectionable conduct;
 - b. serious misconduct;

- c. bringing the Club into disrepute;
- d. the maintenance of good order and discipline within the Club;
breach of the Laws of Football.

6. PATRON

36. On the recommendation of the Executive, the Club may elect a Patron at the Annual General Meeting.
37. The Patron is to continue in office without re-election until they resign, or the Executive decides it is necessary to recommend an alternative Patron.
38. A decision on an alternative Patron may only be made at an Annual General Meeting.

7. EXECUTIVE

39. The management of the affairs and business of the Club is vested in the Executive consisting of:
- a. the Officers;
 - b. up to 4 other Full Members.
40. Members and officers of the Executive shall not be required to pay any annual subscription during their term of office and shall during such period enjoy the same privileges as a member.
41. If a member is elected to 2 offices, the other members of the Executive may appoint a Full Member to the Executive in substitution for that member.
42. Any candidate for President must have served at least 1 year as a member of the Executive.

43. Every candidate for the Executive must have been a member of the Club for at least 1 year.
44. The Officers of the Club constitute the Standing Committee of the Executive.
45. The Standing Committee may determine any issue arising between the regular meetings of the Executive which, in their judgement, cannot prudently be held over until the next regular meeting of the Executive and does not require the convening of a special meeting of the Executive.
46. Any vacancy existing at the time of a meeting of the Standing Committee must be filled by co-opting another Executive member. The quorum for such a meeting is four.
47. The office of an Officer or Member of the Executive must be vacated if the holder:
 - a. ceases to be a Full Member;
 - b. resigns their office;
 - c. without being excused by the Executive, is absent for 3 consecutive meetings of the Executive;
 - d. is removed from office by resolution at a Special General Meeting;
 - e. dies.
48. The Executive may fill any casual vacancy for the period between the date that it occurs and the next election.
49. The term of office of Executive members is from the conclusion of the Annual General Meeting at which they are elected to the conclusion

of the following Annual General Meeting.

1. Nominations for Executive

50. A notice calling for nominations of Officers, other members of the Executive, together with nomination forms, must be displayed on the notice board of the Club 4 weeks prior to the Annual General Meeting each year.

51. Nominations of Officers and other members of the Executive must be delivered to the Secretary immediately preceding the Annual General Meeting.

52. Every candidate for nomination must be a Full Member for at least 12 months prior to the closing of nominations, and must be nominated by 2 Full Members.

53. The nomination must be signed by the candidate as evidence of consent. Should there be insufficient nominations for any vacancy further nominations may be made at the meeting.

54. The Executive may postpone the closing date for nominations to be delivered to the Secretary by up to 14 days if it considers that insufficient nominations have been received.

55. If there is insufficient nominations for any vacancy further nominations may be made at the meeting.

2. Election of Executive

56. The Officers and other members of the Executive must be elected at each Annual General Meeting.

57. Members of the Executive are eligible for re-election.
58. No Full Member may be elected as President unless that member has served on the Executive for a minimum of 1 year.
59. Elections must be conducted and declared in the following order:
 - a. Patron;
 - b. President;
 - c. Vice President;
 - d. Secretary;
 - e. Treasurer;
 - f. Senior Convenor;
 - g. Junior Convenor;
 - h. Women Convenor (if required);
 - i. Other Members of Executive (up to 4);
 - j. Honorary Solicitor.

3. Proceedings of Executive

60. The Executive must:
 - a. meet to conduct business;
 - b. regulate its meetings as it thinks fit.
61. A meeting of the Executive may be convened by the President or the Secretary, or by any 2 other Executive members.
62. Meetings must be:
 - a. chaired by the President;
 - b. the Vice President in the absence of the President;

- c. any other member, in the absence of both the President and Vice President.

63. Except as otherwise required by this Constitution:

- a. a bare majority of votes determines all questions;
- b. each member personally present and entitled to vote has 1 vote on each question;
- c. in the event of an equality of votes the Chairperson has a casting vote;
- d. no proxy votes may be made.

4. Powers of Executive

64. The Executive may do all acts and things which it considers proper or expedient for accomplishing the objectives and carrying on the affairs of the Club including:

- a. Subject to the financial provisions, control manage or expend the funds of the Club, invest or otherwise deal with funds not currently required, borrow or raise such sums of money from external sources, and incur such liability on behalf of the Club as it may think necessary or expedient in the furtherance of the objects of the Club;
- b. appoint from its own members or otherwise such subcommittees as it may from time to time deem necessary or proper (the President or in the President's absence the VicePresident), is ex officio a member of every subcommittee;
- c. engage employees or contractors, define their duties and determine their salaries, remuneration or emoluments;
- d. issue Club regulations and by-laws, not inconsistent with this Constitution, which are binding on all members;
- e. waive, reduce or remit subscriptions;

- f. appoint, employ and remunerate persons for the purposes of a Club Licence or other Licence or Charter from time to time held by the Club;
- g. exercise any powers conferred on it by other clauses of this Constitution;
- h. Exercise any powers of the Disciplinary Committee if they decide that it is appropriate to do so;
- i. exercise any powers that are reasonably incidental to their powers in this Constitution;
- j. manage conflicts of interest.

65. Powers of the Executive may be exercised from time to time.

66. Resolutions of the Executive must be consistent with this Constitution.

5. SECRETARY AND TREASURER

A. Secretary's Duties

67. The Secretary must:

- a. summon and attend all General Meetings of the Executive, keep minutes of the proceedings, and record the attendance at meetings of the Executive, particulars of which must be included in the Annual Report;
- b. conduct all correspondence and generally perform any duties required by NZ Football and Capital Football and/or this Constitution and such other duties as are usual to the office;
- c. keep a Register of Members in accordance with, and furnish to the Registrar of Incorporated Societies the Annual Statement required by, the Incorporated Societies Act 1908;
- d. ensure notices of motion are received at least 14 days before an Annual General Meeting.

B. Treasurer's Duties

68. The Treasurer must:

- a. collect and account for all subscriptions and other moneys payable to the Club;
- b. bank to the credit of the Club's banking account;
- c. disburse the monies of the Club under the authority of the Executive;
- d. submit accounts payable by the Club for the approval of the Executive, and report to each meeting of the Executive the state of the finances of the Club;
- e. keep proper accounts of the financial affairs of the Club;
- f. immediately after the close of each financial year prepare and submit the Club's Financial Statements for the year, and present them, together with a budget of estimated Income and Expenditure for the ensuing year, to the Annual General Meeting;
- g. Make all reasonable efforts to ensure that the Club develops and maintains adequate and practical financial policies for its immediate and future operation.

6. MEETINGS

A. Annual General Meeting

69. The Annual General Meeting of the Club must be held in the month of November in each year on a day, hour and place as the Executive determines. The business of the Meeting is to:
- a. accept the minutes of the last AGM and any matters arising
 - b. receive the Annual Report and Financial Statements for the preceding year;
 - c. elect and appoint Officers for the ensuing year;
 - d. consider and elect any life members
 - e. consider and deal with the Notices of Motion which have been received by the Secretary;
 - f. to transact any other general business of the Club.

B. Special General Meeting

70. A Special General Meeting may be held:
- a. at the request of the Executive;
 - b. at the written request of at least 25 Full Members;
 - c. after the Secretary has been notified and provided with the request.
71. A written request must state the purpose of the meeting and the motion for consideration.
72. The Meeting must be convened within 28 days of the receipt of that notice.

C. Notices of Meetings

73. Notices of a General Meeting or Special General Meeting must:
- a. be issued by the Secretary to each Full Member and Social Member;
 - b. Specify the place, day and hour of the meeting;
 - c. Specify the nature of the business to be considered.
 - d. The accidental omission to give any such member notice of the Meeting, or the member's nonreceipt of notice, does not invalidate the proceedings of any General Meeting.

D. Chairperson

74. Meetings must be chaired:
- a. by the President;
 - b. the Vice President in the absence of the President;
 - c. any other member, in the absence of both the President and Vice President.

E. Voting and Procedures

75. At all General Meetings every Full Member personally present has 1 vote on each question, and in the case of an equality of votes the Chairperson has a casting vote.
76. Except for contested elections of Officers, voting at General Meetings is by:
- a. show of hands; or
 - b. secret ballot.
77. For contested elections of Officers, voting is by secret ballot.
78. The Chairperson must declare the result of the voting; the Secretary must enter the result in the minutes.

F. Minutes

79. The Minutes of each General Meeting must be confirmed at the next meeting of the Executive and finally adopted at the next Annual General Meeting.

G. Quorum

80. No business may be transacted at any Meeting unless a quorum is present.

81. A quorum:

- a. for all Club General Meetings is a minimum of 10 Members;
- b. for Executive meetings is 4;
- c. for any other meeting is at least 1 more than a half of the number of Members.

82. If there is no quorum within 30 minutes after the appointed time for the meeting, the members present must decide on 1 of the following actions:

- a. the Members entitled to be present constitute a quorum;
- b. the meeting is adjourned until a later date;
- c. the meeting is dissolved.

83. Any Committee (other than the Disciplinary Committee) may meet at such time as the members agree.

7. DISCIPLINARY COMMITTEES

84. A Disciplinary Committee must be appointed by the Executive.

85. The Disciplinary Committee consists of 3 Members of the Club (1 of whom is a Member of the Executive).

86. The Disciplinary Committee must consider any complaint within 14 days of any matter referred to it by the Executive.
87. At that meeting a report must be presented to the disciplinary Committee by the Executive, the Member concerned given an opportunity to be heard and the matter determined by ballot.
88. The member who is the subject of the complaint has a right to be heard; they may waive that right.
89. After hearing the member (if they wish to be heard), and making such inquiries as it thinks fit, the disciplinary Committee must make a recommendation on the outcome to the Executive.
90. The recommendation must be 1 of the following:
 - a. suspension for a period that the Executive thinks fit;
 - b. expulsion;
 - c. loss of any right or privilege as the Executive thinks fit;
 - d. censure;
 - e. no further action.
91. The Executive must consider the recommendation and make a decision. The decision must be made within 7 days of receipt of the recommendation from the Disciplinary Committee.
92. Capital Football must be notified of the decision of the Club. Pending the hearing of any appeal by any member to Capital Football or Judicial Committee, any penalty or suspension is not operative until final adjudication on it.
93. The Member may appeal the decision of the Executive.

94. Appeal is by notice in writing to the Secretary and is considered at a Special General Meeting.

8. OTHER COMMITTEES

95. Committees (additional to the Disciplinary Committee) may be appointed by the Executive.

9. AFFILIATION TO NZ FOOTBALL

96. The Club must affiliate to NZ FOOTBALL and Capital Football and all members are bound by this constitution and by the NZ Football Code of Conduct.

10. HONORARY SOLICITOR

97. A solicitor may be appointed as the Club's Honorary Solicitor at the Annual General Meeting.

11. FINANCIAL REVIEWER

- a. The executive must prior to the end of June each year agree and appoint a financial reviewer.
- b. The provisions of clause 7.2 relating to the election of officers shall not apply to the election of the reviewer.
- c. The reviewer must be a member of the chartered accountants Australia and New Zealand (CANZ) or its successors.
- d. The reviewer must not be a member club, the executive.
- e. The reviewer must not have been an employee of the club for the past 2 years, except for the purpose of reviewing or auditing the clubs accounts.
- f. The reviewer shall perform an examination of the clubs accounts and provide the executive with a report confirming the accounts are in order With the clubs financial policies

- g. If the reviewer Report concludes there may have been breach of club financial policies the executive may agree to have the accounts audited.
- h. The club by approved resolution at an AGM or SGM, may request the clubs financial records be audited.
- i. The executive must provide the reviewer with access to all persons and records the reviewer deems necessary to complete the review.

12. COACHES

98. The Executive may appoint and define the duties of Club Coaches and may fill any vacancy in any of these appointments during any particular year. The club requires a Police clearance for all coaches and team managers.

13. FINANCIAL

99. The Club's current banking account must be kept at such bank as may be decided upon by the Executive.

100. All cheques/authorisations for payments on such account and all orders for trophies must be signed by the Treasurer and countersigned by the President, Vice-President or the Secretary.

101. If the Treasurer is absent from Waikanae for more than 7 days, or indisposed to the extent that the normal duties cannot be undertaken, cheques/authorisations may be signed/given by any 2 of the President, Vice-President and Secretary jointly. When such circumstances arise, the Executive must be advised and asked to confirm the action taken by resolution at the next meeting of the Executive.

A. Borrowing powers

102. Two thirds of the Full Members present, entitled to vote and casting valid votes at a General Meeting convened for the purpose, may

resolve that the Club should borrow or raise, and secure the repayment of such sum or sums of money in such a manner as they think fit and in particular by mortgages, bonds, debentures or charges upon all or any of the Club's assets (both present or future) and to purchase, redeem and pay off such securities.

103. The Executive may borrow by way of bank overdraft for the working expenses of the Club such amount of money either at one time or from time to time but not exceeding in the aggregate \$15,000 at such rate of interest and on such terms as the Executive may deem necessary or expedient, and arrange for and obtain guarantees for the repayment thereof from the Members of the Club.

104. Every Member becoming surety for any such loan is to be indemnified by the Club.

105. The financial year of the Club ends on 31 October in each year. The Executive must, following a certificate from the reviewer, cause true and complete accounts to be kept of the income and expenditure and assets and liabilities of the Club.

106. Financial Statements in the form approved by the Executive and duly reviewed must together with the Annual Report, be made available to each financial Full Member at the Annual General Meeting.

B. Authority to spend club funds

107. Where the Clubs committee wishes to spend more than 5% of the Term Deposit funds allocated for "Clubrooms" in any one financial year, for any other purpose, they must obtain prior Club membership consent via a SGM called and advertised for that purpose.

108. No part of the funds of the promoter is used or be available to be used for the private pecuniary profit of any member, proprietor, shareholder, beneficiary, or associate of any of them.

109. "No member of the organisation or any person associated with a member, shall participate in or materially influence any decision made by the organisation, in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in an arm's length transaction (being open market value)."

14. PROPERTY

110. Any member having been lent or been provided with, for his use during his membership of the club, any property, equipment, or uniform belonging to the club, shall upon ceasing to be a member of the Club, or vacating any office of the club, immediately hand over such property, equipment, or uniform to an officer of the Club. Failure to comply with the provisions of this rule renders such person liable to pay the full value of any such property, equipment, or uniform, on demand by the Secretary.

15. NOTICES

111. Any notice required to be given under this Constitution must be in writing and may be served personally, by posting it in a prepaid letter addressed to the Member at the address last notified by the member to the Secretary, or by email.

112. If given by post it is to be treated as given at the time when the letter containing the same would be delivered in the ordinary course of post.

113. If given by email its receipt is governed by the Electronic Transactions Act 2002.

16. COMMUNICATION

114. Members may correspond with NZ Football or Capital Football only through the Club.

115. If any member corresponds with NZ Football or Capital Football direct they must, at the same time, provide a copy of the correspondence to the Secretary.

17. COMMON SEAL

116. The Common Seal of the Club must be kept in the custody of the Secretary. After an authorising resolution of the Executive, the common seal may be affixed to any instrument, deed or document in the presence of two Executive members, one of whom must be the President or the Secretary, who must subscribe their names and offices as witnesses.

18. INDEMNITY

117. The Executive and other Officers of the Club are indemnified by the Club against all disbursements, expenses, liabilities and losses incurred by them when discharging or as a result of discharging their duties except those arising from their own wilful act neglect or default.

19. ALTERATIONS TO THE CONSTITUTION

118. This Constitution may be amended, added to, or rescinded only by a resolution to that effect passed by a **two thirds majority of the Full Members present** and voting at an Annual General Meeting or a Special General Meeting convened for that purpose.

119. No addition to or alteration of the objects, personal benefit clause or the winding up clause shall be made which affect the tax-exempt status. The provisions and effect of this clause shall not be removed

from this document and shall be included and implied into any document replacing this document.”

120. Written notice of the proposed amendment, addition or rescission must be given to the Secretary not less than 28 days before the meeting.

121. In the event of the winding up of NZ Football or Capital Football or either of them effectively ceasing to operate, or no longer existing, this Constitution and the Club regulations remain valid and are to be read as if reference to NZ Football or the Capital Football (as the case may be) were deleted.

20. WINDING UP

122. In the event of either the winding up of the Club, or its dissolution by the Registrar of Incorporated Societies, the funds and assets of the Club remaining after the payment of debts and the discharge of liabilities must be held by the Club and not distributed to any Member.

123. The Executive must, either before or immediately after, call a General Meeting at which it must propose, and that Meeting must decide whether to approve:

- a. the names of 3 trustees to act and
- b. the terms of a trust deed.

124. The 3 trustees (acting by majority if necessary) must hold the funds and assets in accordance with the approved trust deed on trust for such community public purposes, including local sporting purposes, as they resolve to support, and must as soon as possible terminate the trust after transferring or distributing the funds and assets to the organisation(s), society or societies, or club(s) named in their resolution.

125. "If upon winding up or dissolution of the organisation there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the members of the organisation but shall be given or transferred to some other organisation or body with similar objects to the first organisation or for some other charitable purpose, within New Zealand."

21. MATTERS NOT PROVIDED FOR

126. If any matter arises which is not, or which in the opinion of the Executive is not, provided for under this Constitution, the same may be determined by the Executive in such manner as it thinks appropriate. Every determination is binding upon the Club and its Members unless and until set aside by a resolution of a General Meeting.

22. REVOCATION AND SAVINGS

127. The Constitution and rules of the Club operative at the date of adoption of this Constitution are revoked.

128. All existing appointments to office and all acts of authority which were made under that Constitution continue to apply under this Constitution and endure as if they had been made under this Constitution.

APPENDIX

Section 5 of the Incorporated Societies Act 1908:

Pecuniary gain

Persons shall not be deemed to be associated for pecuniary gain merely by reason of any of the following circumstances, namely:

(a) that the society itself makes a pecuniary gain, unless that gain or some part thereof is divided among or received by the members or some of them:

(b) that the members of the society are entitled to divide between them the property of the society on its dissolution:

(c) that the society is established for the protection or regulation of some trade, business, industry, or calling in which the members are engaged or interested, if the society itself does not engage or take part in any such trade, business, industry, or calling, or any part or branch thereof:

(d) that any member of the society derives pecuniary gain from the society by way of salary as the servant or officer of the society:

(e) that any member of the society derives from the society any pecuniary gain to which he would be equally entitled if he were not a member of the society:

(f) that the members of the society compete with each other for trophies or prizes other than money prizes.